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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 17121-B, C, D
FILED 1424
JAN 15 1997 2:45 PM

January 15, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C. 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of the following three (3) secondary documents, all dated as of January 12, 1996: a Bill of Sale and Partial Release, a Lease Supplement No. 2; and a Supplement No. 1 to Security Agreement

The enclosed documents relate to the Equipment Lease Agreement and Security Agreement which were previously filed with the Commission under Recordation Numbers 17121 and 17121-A

The names and addresses of the parties to the enclosed documents are:

Bill of Sale
and Lease Supplement No. 2

Seller/Lessor: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market
Wilmington, Delaware 19890

Buyer/Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

Mr. Vernon A Williams
January 15, 1997
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Supplement No 1 to Security Agreement
and Partial Release

Debtor: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Secured Party: Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

A description of the railroad equipment covered by the enclosed documents is:

railcar GACX 73642 is being substituted for railcar GACX 73416

Also enclosed is a check in the amount of \$66 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

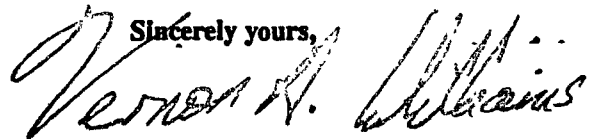
1/15/97

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/15/97 at 2:45 PM, and assigned recordation number(s). 17121-B, 17121-C, 17121-D and 20394-A.

Sincerely yours,

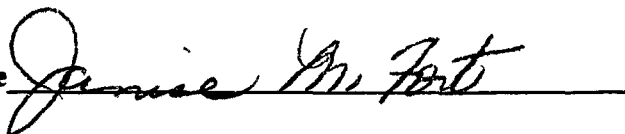


Vernon A. Williams
Secretary

Enclosure(s)

\$ 88.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



17121-B

15 1997

Bill of Sale and Partial Release

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 73416 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated. The Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.

Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated January 12, 1996

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Financial Services Officer

Harris Trust and Savings Bank, as Security Trustee

By: _____
Title: _____

Bill of Sale and Partial Release

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 73416 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated. The Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.

Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated January 12, 1996

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

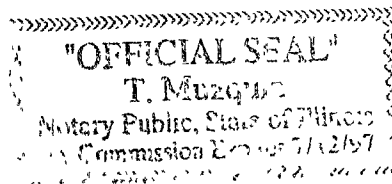
**Harris Trust and Savings Bank, as
Security Trustee**

By: _____
Title: VICE PRESIDENT

State of Illinois)
) SS:
County of Cook)

On the 16th day of January, 1996, before me personally appeared
ROBERT D. FOLTZ, to me known, who being by me duly sworn, says that (s)he is
a VICE PRESIDENT of the Harris Trust and Savings Bank, that said instrument was
signed on such date on behalf of said corporation by authority of its Board of Directors, and
(s)he acknowledged that the execution of the foregoing instrument was the free act and deed
of said corporation.

T. Mezquic
Notary Public T. MEZQUIZ



[Notarial Seal]
My commission expires: 7-12-97

State of Delaware)
) SS:
County of New Castle)

On the _____ day of _____, 199_, before me personally appeared
_____, to me known, who being by me duly sworn, says that (s)he is
a _____ of Wilmington Trust Company, that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and (s)he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the _____ day of _____, 199_, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of the Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the 22 day of January, 1996, before me personally appeared Ed J. Kuntz, to me known, who being by me duly sworn, says that (s)he is a Full Power Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cheryl Ann MacNeill
Notary Public

CHERYL ANN MACNEILL
NOTARY PUBLIC
My commission expires November 2, 1997

[Notarial Seal]
My commission expires:

